



**ANNUAL GENERAL MEETING 2010  
(the Meeting)**

Tear along this line

**Prudential plc (the Company) > 2009 final dividend and evergreen scrip dividend**

**The timetable for the 2009 final dividend is as follows:**

**9 March 2010**

Announcement of 2009 final dividend

**7 April 2010**

Ordinary shares quoted ex-dividend

**9 April 2010**

Record date for the 2009 final dividend

**14 April 2010**

Scrip reference price (which is expected to be based on the average price from 7 April 2010 to 13 April 2010) published on the Company's website

**13 May 2010**

Final date for receipt of Scrip Dividend Mandate Form for the 2009 final dividend

**26 May 2010**

Share certificates for scrip dividend, and dividend warrants posted by First Class post

**27 May 2010**

Dividend payment date, where applicable CREST member accounts are credited with new shares and cash

**27 May 2010**

First day of dealing in the new shares

Shareholders who have elected to receive the scrip dividend will receive shares instead of cash for the 2009 final dividend unless the election is cancelled in accordance with the terms of the Evergreen Scrip Dividend Scheme which are set out in the Evergreen Scrip Dividend Booklet and subject to the Company's Articles of Association.

Shareholders who have not elected and wish to join the Evergreen Scrip Dividend Scheme should download and complete a Scrip Dividend Mandate Form (a Mandate) from our website. It can be accessed directly at the following address: [www.prudential.co.uk/prudential-plc/investors/shareholder\\_services/forms/](http://www.prudential.co.uk/prudential-plc/investors/shareholder_services/forms/) A Mandate can only be given in respect of your entire holding of shares in the capital of the Company. If you have submitted a Mandate but the directors decide not to offer the scrip dividend alternative or to cancel your Mandate in respect of any particular dividend a cash dividend will be paid to you in the usual way.

Any completed Mandate should be sent to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA to be received by no later than 5.00pm on 13 May 2010. All Mandates received after this date will receive a cash dividend for the 2009 final dividend, but will participate in all future scrip dividends. Elections can be cancelled by written notice to the Company's registrar. The Evergreen Scrip Dividend Booklet, which explains the procedures and the terms of the Evergreen Scrip Dividend Scheme, can also be viewed and downloaded from our website. It can be accessed directly at the following address: [www.prudential.co.uk/prudential-plc/investors/shareholder\\_services/forms/](http://www.prudential.co.uk/prudential-plc/investors/shareholder_services/forms/) You may also obtain an Evergreen Scrip Dividend Booklet and Mandate in hard copy from the Company's registrar by calling 0871 384 2268.

You are reminded that the price of shares can go down as well as up. For your protection, the directors may (and absent mitigating circumstances intend to) cancel your Mandate and pay a cash dividend instead, if the middle market quotation as derived from the Daily Official List of the London Stock Exchange for the Company's ordinary shares on 13 May 2010 has fallen by 15 per cent or more from the scrip reference price calculated on 14 April 2010.

## ANNUAL GENERAL MEETING 2010

### To be held at

The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 19 May 2010 at 11.00am.

Refreshments will be available prior to and after the meeting.

Special arrangements have been made to help shareholders who are in any way physically disabled or those who are hard of hearing.

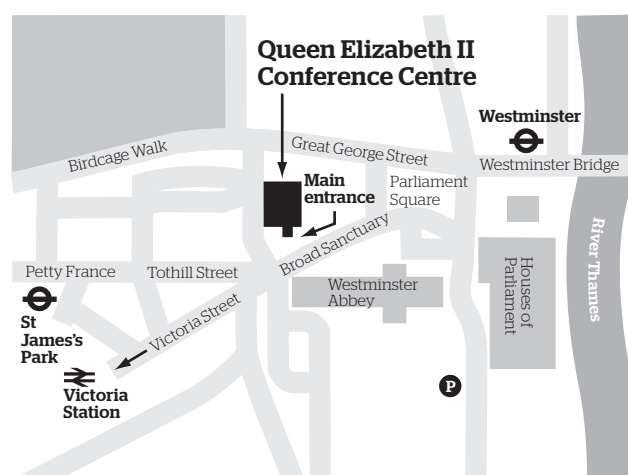
### By Underground

The nearest tube stations are St James's Park and Westminster on the District and Circle lines. Westminster is also on the Jubilee line.

### By bus

Bus routes 24, 11 and 211 all stop nearby.

### Please bring this attendance card with you to the Meeting.



The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE  
The Queen Elizabeth II Conference Centre operates a security system.  
Cameras and recording devices are not permitted in the auditorium.

Tear along this line

## Annual Report mailing

Shareholders will have received a copy of the Annual Report or a notification either by email or post that the Annual Report is available to view on the Company's website. The Annual Report can be accessed directly at the following address: [www.prudential.co.uk/prudential-plc/investors/financialreports/](http://www.prudential.co.uk/prudential-plc/investors/financialreports/) We believe that using website communications will be of benefit to those shareholders who do not wish to be burdened with long documents, and to the Company, as it represents a considerable saving in printing and distribution costs. In addition, by reducing unnecessary printing, it will benefit the environment.

If you wish to receive future notifications by email rather than post, you can register at [www.shareview.co.uk](http://www.shareview.co.uk) Hard copy Annual Reports can be requested by calling the Company's registrar, Equiniti Limited on 0871 384 2035. Calls to this number are charged at 8 pence per minute from a BT landline. Other telephony provider costs may vary. Callers from overseas should contact the Equiniti overseas helpline number on +44 121 415 7026.

## Electronic proxy appointment

A proxy may also be appointed electronically as follows:

### Electronic proxy appointment

An electronic proxy appointment may be made by logging onto Equiniti Limited's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, the three sets of numbers printed at the top of page 4. Full details of the procedures are given on the website. Alternatively, if you have already registered with Equiniti Limited's on-line portfolio service Shareview, you can submit your proxy by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk), and clicking on the link to vote under your Prudential holding details. Instructions are given on the website.

### Electronic voting through CREST

If you are a CREST member, you may use the CREST electronic proxy appointment service. The CREST Proxy Instruction must be properly authenticated in accordance with CREST specifications and must contain the information required for such instructions as set out in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by our agent (ID RA19) by the latest time(s) for receipt of proxy appointments.

**IMPORTANT:** In any case your instructions or Form of Proxy must be received by the Company's registrar no later than 11.00am on 17 May 2010. Please note that any instruction sent in electronic form found to contain a computer virus will not be accepted.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Further details are included on pages 7 to 8 of the Notice of Annual General Meeting 2010 and Explanation of Business.

## ANNUAL GENERAL MEETING 2010 (the Meeting)

- 1** If you wish to attend the Annual General Meeting at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 19 May 2010 at 11.00am, please bring with you the attendance card. You may be asked to produce it to show you have the right to attend and to speak and vote at the Meeting.
  - 2** If you wish to vote at the Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf by completing the Form of Proxy overleaf. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the Meeting' and enter the name of the proxy into the appropriate space on the Form of Proxy overleaf. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.
  - 3** You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact our registrar, Equiniti Limited, by calling 0871 384 2035 to request further Forms of Proxy. Calls to this number are charged at 8 pence per minute from a BT landline. Other telephony provider costs may vary. Callers from overseas should contact the Equiniti overseas helpline number on +44 121 415 7026. Alternatively, you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the end of the Form of Proxy if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
  - 4** A proxy need not be a member of the Company. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. Appointment of a proxy does not preclude a member from attending the Meeting and voting in person.
- Completion of Form of Proxy**
- 5** If you want your proxy to vote in a certain way on the resolutions specified please place a mark in the relevant boxes. If you select 'Discretionary' or fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any additional or amended resolution that is put to the Meeting.
  - 6** The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. However it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
  - 7** If your proxy is appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank or a number greater than your voting entitlement is inserted, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
  - 8** The attention of joint holders is directed to the following extract from the Articles of Association of the Company: 'In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.'
  - 9** To appoint a proxy using the Form of Proxy overleaf, the form and any power of attorney or any other authority (or a copy of such authority certified notarially) under which it is signed must be:
    - completed and signed;
    - sent to Equiniti Limited using the envelope provided; and
    - received by Equiniti Limited not later than 48 hours before the time of the Meeting.

A corporation is requested to complete this form either by sealing it or by signing under the hand of its attorney or duly authorised officer.



**ANNUAL GENERAL MEETING 2010  
(the Meeting)**

+

+

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER

**Before completing this form, please read the explanatory notes on page 3.**

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting OR the following person (see notes 2 and 7 on page 3)

 shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 19 May 2010 at 11.00am and at any adjournment thereof. I/We have indicated how I/we wish my/our proxy to vote on the following resolutions by marking the appropriate boxes like this  I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the Meeting as my/our proxy thinks fit. If no indication is given, the proxy will vote or abstain at his/her discretion.

	For	Against	Vote withheld	Discretionary
<b>1</b> To receive the Directors' Report and the Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> To re-elect as a director Mr M W O Garrett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> To re-elect as a director Mrs B A Macaskill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> To re-elect as a director Mr C P Manning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr style="border-top: 1px dashed black;"/>				
<b>6</b> To re-elect as a director Mr B L Stowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7</b> To elect as a director Mr N A Nicandrou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8</b> To elect as a director Mr R A Devey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9</b> To re-appoint KPMG Audit Plc as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10</b> To authorise the directors to determine the amount of the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11</b> To declare a final dividend of 13.56 pence per ordinary share of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12</b> Ordinary resolution: renewal of authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>13</b> Ordinary resolution: renewal of authority to allot ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>14</b> Ordinary resolution: renewal of additional authority to allot ordinary shares for rights issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>15</b> Special resolution: renewal of authority for disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>16</b> Special resolution: renewal of authority for purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>17</b> Special resolution: notice for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick here if the appointment being made by this Form of Proxy is one of multiple appointments being made (see note 3 on page 3).

**Signature**

**Date**

1499 - 0 24 - S

+

+

Tear along this line